

BEFORE THE TENNESSEE REGULATORY AUTHORITY

AT NASHVILLE, TENNESSEE

October 17, 2001

IN RE:

APPROVAL OF RESALE AGREEMENT)	
NEGOTIATED BY BELL SOUTH)	DOCKET NO. 01-00673
TELECOMMUNICATIONS, INC. AND)	
DIRECT-TEL USA, LLC PURSUANT TO)	
SECTIONS 251 AND 252 OF THE)	
TELECOMMUNICATIONS ACT OF 1996)	

ORDER APPROVING RESALE AGREEMENT

This matter came before the Tennessee Regulatory Authority (the "Authority") upon the Petition for approval of a Resale Agreement (the "Agreement") negotiated by and between BellSouth Telecommunications, Inc. and Direct-Tel USA, LLC. The Petition for approval of the Agreement came before the Authority pursuant to 47 U.S.C. §§ 251 and 252.

The Agreement was filed on July 31, 2001, and was considered at a regularly scheduled Authority Conference held on September 25, 2001, in Nashville, Tennessee before Chairman Sara Kyle, Director H. Lynn Greer, Jr., and Director Melvin J. Malone. The Authority has jurisdiction over public utilities pursuant to Tenn. Code Ann. § 65-4-104 *et seq.* Based upon the Petition, the record in this matter, and the standards for review set forth in 47 U.S.C. §§ 251 and 252, the Directors unanimously approved the Agreement and made the following findings and conclusions:

1) The Agreement is in the public interest as it provides consumers with alternative sources of telecommunications services within BellSouth Telecommunications, Inc.'s service area;

2) The Agreement is not discriminatory to telecommunications service providers that are not parties thereto;

3) No party has sought intervention in this docket;

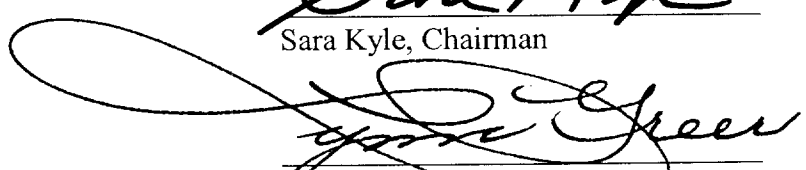
4) The Agreement satisfies the standards for approval of negotiated interconnection agreements set forth in 47 U.S.C. §§ 251 and 252; and

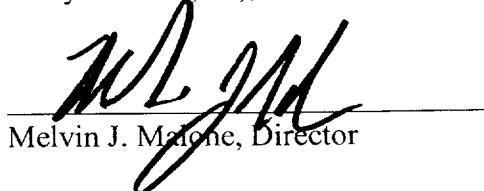
5) The Agreement is reviewable by the Authority pursuant to 47 U.S.C. §§ 251 and 252 and Tenn. Code Ann. § 65-4-104 *et seq.*

IT IS THEREFORE ORDERED THAT:

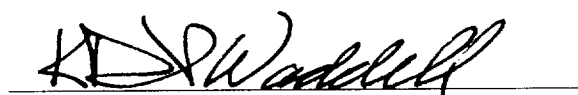
The Resale Agreement negotiated between BellSouth Telecommunications, Inc. and Direct-Tel USA, LLC is approved and is subject to the review of the Authority as provided herein.


Sara Kyle, Chairman


H. Lynn Greet, Jr., Director


Melvin J. Malone, Director

ATTEST:


K. David Waddell, Executive Secretary